

A02000001149

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet.
Type the fax audit number (shown below) on the top and bottom
of all pages of the document.

(((H02000185957 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser
from this page. Doing so will generate another cover sheet

FILED
02 AUG 26 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904)359-2000
Fax Number : (904)359-8700

AL

040566/0119/0597 Ret to KRP

MERGER OR SHARE EXCHANGE

RANCHO BERNARDO INTERIM PARTNERSHIP, LTD.

RECEIVED
02 AUG 23 PM 4:40
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$113.75

FILED
02 AUG 26 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

RANCHO BERNARDO CORPORATE CENTER LTD. A CALIFORNIA ENTITY

INTO

RANCHO BERNARDO INTERIM PARTNERSHIP, LTD. which changed its
name to **RANCHO BERNARDO CORPORATE CENTER, LTD.**, a Florida
entity, A02000001149

File date: August 26, 2002

Corporate Specialist: Agnes Lunt

Fax Audit No. H02000185957

ARTICLES OF MERGER

of

RANCHO BERNARDO CORPORATE CENTER, LTD.

with and into

RANCHO BERNARDO INTERIM PARTNERSHIP, LTD.

FILED
02 AUG 26 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 620.201 and 620.202 of the Florida Uniform Limited Partnership Act (the "Florida RULPA") and Section 15678.4 of the Corporation Code of the State of California, the undersigned enter into these Articles of Merger by which Rancho Bernardo Corporate Center, Ltd., a California limited partnership ("Rancho Bernardo California"), shall be merged with and into Rancho Bernardo Interim Partnership, a Florida limited partnership (the "Surviving Limited Partnership"), and Rancho Bernardo Interim Partnership, Ltd. shall be the surviving business entity, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 620.202 of the Florida RULPA, and Section 15678.4 of the Corporation Code of the State of California. The undersigned hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective at the close of business on the date on which these Articles of Merger are filed with the Department of State of Florida and a Limited Partnership Certificate of Merger is filed with the Secretary of State of California.

THIRD, pursuant to Section 620.202 of the Florida RULPA, the Plan was adopted on August 12, 2002 by the Board of Directors of Douglas Alred Company, the sole general partner of Rancho Bernardo California, and by limited partners holding a majority in interest of Rancho Bernardo California. The Plan was approved by Douglas Alred Company, the sole general partner of the Surviving Limited Partnership, and by limited partners holding a majority in interest of the Surviving Limited Partnership, in accordance with the provisions of the partnership's Agreement of Limited Partnership and applicable laws of Florida.

FOURTH, the address of the principal office of the Surviving Limited Partnership is: 11512 El Camino Real, Suite 100, San Diego, California 92130.

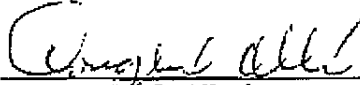
IN WITNESS WHEREOF, these Articles of Merger have been executed by Rancho Bernardo California, as the merging entity, and by the Surviving Limited Partnership, as the surviving business entity, this 23rd day of August, 2002.

[signatures appear on the following page]

Fax Audit No. H02000185957

Merging Entity

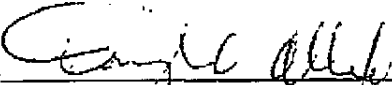
RANCHO BERNARDO CORPORATE CENTER,
LTD., a California limited partnership
By: Douglas Allred Company,
Its sole General Partner

By: 
Douglas O. Allred
President

02 AUG 26 PM 4: 09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Surviving Business Entity

RANCHO BERNARDO INTERIM
PARTNERSHIP, LTD., a Florida limited
partnership
By: Douglas Allred Company,
Its sole General Partner

By: 
Douglas O. Allred
President

Fax Audit No. H02000185957

PLAN OF MERGER

This Plan of Merger (the "Plan") dated as of August 23, 2002, which was adopted and approved by each party to the merger in accordance with Section 620.202 is being submitted in accordance with Section 620.201, Florida Statutes, and provides for the merger of **RANCHO BERNARDO CORPORATE CENTER, LTD.**, a California limited partnership (the "Merging Partnership"), with and into **RANCHO BERNARDO INTERIM PARTNERSHIP, LTD.**, a Florida limited partnership (the "Surviving Limited Partnership"), as follows:

1. **Merger.** Upon effectiveness of the merger, the Merging Partnership shall be merged with and into the Surviving Limited Partnership, the separate existence of the Merging Partnership shall cease and the Surviving Limited Partnership shall be the surviving business entity.

2. **Effective Date.** The Merger of the Merging Partnership shall become effective on the date on which Articles of Merger are filed with the Florida Secretary of State (the "Effective Date").

3. **Conversion of Merging Partnership Interests.** On the Effective Date, each unit of partnership interest in the Merging Partnership which is issued and outstanding on the Effective Date, whether it be limited or general, shall be retired and cancelled, automatically without any further action on the part of the Merging Partnership or the Surviving Limited Partnership, or otherwise.

4. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Partnership shall cease, and the Surviving Limited Partnership shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Partnership, without the necessity for any separate transfer. The Surviving Limited Partnership shall thereafter be responsible and liable for all liabilities and obligations of the Merging Partnership, and neither the rights of creditors nor any liens on the property of the Merging Partnership shall be impaired by the Merger. If at any time after the Effective Date the Surviving Limited Partnership shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Limited Partnership, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Partnership acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Limited Partnership and its general partner and officers and directors of the general partner or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Partnership, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Partnership, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Limited Partnership's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Partnership acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

FILED
AUG 23 2002
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

Fax Audit No. H02000185957

5. **General Partner.** Douglas Allred Company is the sole general partner of the Surviving Limited Partnership and its business address is 11512 El Camino Real, Suite 100, San Diego, California 92130. By execution hereof Douglas Allred Company hereby consents to continue as general partner of the Surviving Limited Partnership.

6. **Name Change.** As of the Effective Date, paragraph 1 of the Certificate of Limited Partnership of the Surviving Limited Partnership is hereby amended in its entirety as follows:

"1. The name of the Limited Partnership is Rancho Bernardo Corporate Center, Ltd. (the "Partnership").

7. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Date by any of the Merging Partnership or the Surviving Limited Partnership, without further partner action and, if Articles of Merger have been filed with the Florida Secretary of State, by filing a Notice of Abandonment with the Florida Secretary of State.

Merging Partnership

RANCHO BERNARDO CORPORATE CENTER, LTD., a California limited partnership

By: Douglas Allred Company, General Partner

By: Douglas Allred
Douglas O. Allred
President

Surviving Limited Partnership

RANCHO BERNARDO INTEREST PARTNERSHIP, LTD., a Florida limited partnership

By: Douglas Allred Company, General Partner

By: Douglas Allred
Douglas O. Allred
President

FILED
02 AUG 26 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA